



PTO-1595
(Rev. 10/02)

RECORDATION FORM COVER SHEET
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U.S. DEPARTMENT OF COMMERCE
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OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Cell Pathways, Inc.

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

07/14/2003
Execution Date:

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) Please see attached list

B. Patent No.(s) _____

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Shu M. Lee, Ph.D.

Internal Address: Patent Department

OSI Pharmaceuticals, Inc.

Street Address: 58 South Service Road

Suite 110

City: Melville State: NY Zip: 11747

6. Total number of applications and patents involved: 56

7. Total fee (37 CFR 3.41).....\$ 2,240.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

9. Signature.

Shu M. Lee, Ph.D.

Name of Person Signing

Signature

11 Sept. 2003

Date

Total number of pages including cover sheet, attachments, and documents: 7

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231



IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Inventors: Clark M. WHITEHEAD et al.

Serial No.: 09/938,160

Attorney Docket No.: P-191

Filed: August 23, 2001

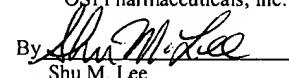
Group Art No.: 1614

Examiner: V.Y. Kim

Title: **METHODS FOR TREATMENT OF
SCLERODERMA**

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner for Patents, U.S. Patent and Trademark Office, Alexandria, VA 22313 on the date appearing below.

OSI Pharmaceuticals, Inc.

By 
Shu M. Lee

Date 17 Nov. 2003

Commissioner for Patents
U.S. Patent and Trademark Office
Alexandria, VA 22313

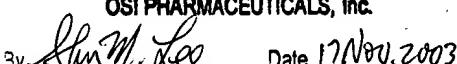
REVOCATION OF SMALL-ENTITY STATUS

Applicants respectfully revokes the small-entity status for the above-identified application

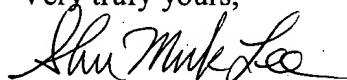
Commissioner is authorized to charge any deficiencies and credit any overpayment to OSI Pharmaceuticals, Inc. Deposit Account No. **502783**.

I hereby certify that this correspondence is being deposited with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450, on the date appearing below.

OSI PHARMACEUTICALS, Inc.

By 
Shu M. Lee Date 17 Nov. 2003

Very truly yours,



Shu M. Lee
Attorney for Applicant
Registration No. 41,147
Telephone No. (631) 962-2056
or (516) 924-4035
Fax No. (631) 752-3880

November 11, 2003
OSI Pharmaceuticals, Inc.
58 South Service Road, Suite 110
Melville, NY 11747

Delaware

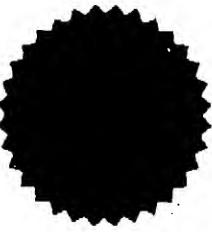
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CELL PATHWAYS, INC.", A DELAWARE CORPORATION, WITH AND INTO "OSI PHARMACEUTICALS, INC." UNDER THE NAME OF "OSI PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF JULY, A.D. 2003, AT 6:25 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2004924 8100M

AUTHENTICATION: 2528803

030460953

DATE: 07-15-03

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:25 PM 07/14/2003
FILED 06:25 PM 07/14/2003
SRV 030460953 - 2004924 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Cell Pathways, Inc.

WITH AND INTO

OSI Pharmaceuticals, Inc.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

OSI Pharmaceuticals, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Corporation owns all of the outstanding shares of each class of the capital stock of Cell Pathways, Inc., a Delaware corporation (the "Merging Party").

THIRD: The Corporation, by the written consent of its Board of Directors, dated June 25, 2003, determined to merge the Merging Party with and into itself, with the Corporation surviving the merger, on the conditions set forth in such resolutions:

Merger with Cell Pathways, Inc.

RESOLVED, that the Corporation merge with Cell Pathways, Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation ("Cell Pathways"), by having Cell Pathways merge with and into the Corporation and the Corporation shall be the surviving corporation, and that upon effectiveness of the merger, the issued and outstanding shares of the common stock of Cell Pathways shall be cancelled and no longer be issued and outstanding, and each of the issued and outstanding shares of the common stock of the Corporation shall continue to be issued and outstanding stock of the Corporation.

RESOLVED, that in order to effectuate the merger, the officers of the Corporation are, and each of them is, hereby authorized, empowered and directed to execute, deliver and file in the name and on behalf of the Corporation, a Certificate of Ownership and Merger with the Secretary of the State of Delaware.

FOURTH: The effective date of the merger herein certified, insofar as the provisions of the Delaware General Corporation Law govern such effective date, shall be the date upon which this Certificate of Ownership and Merger is filed by the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by its authorized officer, this 14th day of July 2003.

OSI PHARMACEUTICALS, INC.

By: Colin Goddard

Name: Colin Goddard, Ph.D.

Title: Chief Executive Officer